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THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

MAR 15 1962

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 697.
FILED, MARCH 8th. 1962.

WESTERN SURF INLET MINES LIMITED
(Non Personal Liability)
Full corporate name of Company

Incorporated under the Companies Act of the Province of British Columbia on May 29, 1933 as a specially limited mining company
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to Filing Statement No.575 and Amending Filing Statement No.54.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	This Statement is filed in respect to the Amalgamation Agreement dated February 26, 1962 made between the Company and McVicar Mining Company Limited (Non-Personal Liability) Room 901, 159 Bay Street, Toronto 1, Ontario, particulars of which are more fully set out in Schedule "A" hereto on page 2.
2. Head office address and any other office address.	The Head Office address of the Company is 507 Stock Exchange Building, 475 Howe Street, Vancouver 1, British Columbia. The Executive Office of the Company is Room 901, 159 Bay Street, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "B" hereto on page 2.
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company is 3,000,000 Class "A" common shares of the par value of 50¢ each of which 1,637,500 shares are issued and outstanding as fully paid and non-assessable shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	There are no bonds, debentures, notes, mortgages, charges, liens or hypothecations of the Company outstanding.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	There are no treasury shares or other securities of the Company now the subject of any underwriting, sale or option agreement, or any proposed underwriting, sale or option agreement. However, as referred to in Schedule "A" hereto, it is proposed that the Company will issue 100,000 treasury shares of the Company to McVicar Mining Company Limited as part consideration for the transfer by McVicar Mining Company Limited of its undertaking, business and assets to the Company.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Not applicable.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes in the coming year to carry out exploration, prospecting and diamond drilling on eight certain mining claims owned by the Company located in the Townships of Hislop and Guibord, in the District of Cochrane, in the Larder Lake Mining Division of the Province of Ontario. The Company also proposes to carry out exploration and development work on the mining property in British Columbia, which is presently owned by McVicar Mining Company Limited, which will be acquired by the Company under the said Amalgamation Agreement between the Company and McVicar Mining Company Limited.

THIS IS SCHEDULE "A" to the Filing Statement of Western Surf Inlet Mines Limited (Non-Personal Liability) dated the 5th day of March, 1962

Pursuant to the Amalgamation Agreement dated February 26, 1962 made between the Company and McVicar Mining Company Limited (Non-Personal Liability) it has been agreed that the Company will purchase the undertaking, business and assets of McVicar in consideration of:

1. The assumption and payment and discharge of all liabilities of McVicar by the Company, including the sum of $99,741.27 owing by McVicar to the Company and of all expenses of McVicar in carrying out such amalgamation and the other provisions of the said Agreement, including the expenses to be incurred on the proposed liquidation of McVicar;

2. The allotment by the Company to McVicar of 100,000 fully paid and non-assessable shares of the Company to be distributed pro rata on the liquidation of McVicar amongst the shareholders of McVicar, other than the Company;

3. The waiver by the Company of all right to share in the 100,000 shares of the Company to be allotted and issued to McVicar as aforesaid.

The said Agreement is subject to the shareholders of McVicar approving and adopting same by a Special Resolution to be passed by the shareholders of McVicar, and to the approval and adoption of same by the shareholders of the Company.

On the proposed liquidation of McVicar, each shareholder of McVicar other than the Company, will receive one share of the capital stock of the Company for each seven shares of McVicar held, out of the 100,000 shares of the Company to be allotted and issued to McVicar as aforesaid.

THIS IS SCHEDULE "B" to the Filing Statement of Western Surf Inlet Mines Limited (Non-Personal Liability) dated the 5th day of March, 1962

President and Director	Paul H. McCloskey Room 901, 159 Bay Street, TORONTO 1, Ontario	Mining Engineer
Vice-President and Director	A. D. Hellens Room 901, 159 Bay Street, TORONTO 1, Ontario	Mining Engineer
Director	A. A. McCloskey Room 1107, 55 Yonge Street, TORONTO 1, Ontario	Mining Engineer
Director	James C. Ralston 507 - 475 Howe Street, VANCOUVER 1, B.C.	Solicitor
Director	R. L. Segsworth, Room 904, 85 Richmond Street W., TORONTO, Ontario	Mining Engineer
Director	Angus McLeod, 577 Richards Street, VANCOUVER 2, B.C.	Retired
Director	Lawrence W. Fox, 420 Madison Avenue, NEW YORK 17, N.Y., U.S.A.	Investor
Secretary	D. W. Falconer, 83 Roxborough Drive, TORONTO 5, Ontario	Solicitor

THIS IS SCHEDULE " C " to the Filing Statement of Western Surf Inlet Mines Limited (Non-Personal Liability) dated the 5th day of March, 1962

As referred to in Schedule "A" hereto the Company will allot and issue to McVicar Mining Company Limited aforesaid, 100,000 shares of the capital stock of the Company. Under the terms of the said Amalgamation Agreement dated February 26, 1962 made between the Company and McVicar Mining Company Limited, it is proposed that McVicar will be wound up voluntarily under the provisions of the Companies Act of British Columbia and the said 100,000 shares of the Company will be distributed pro rata amongst the shareholders of McVicar other than Western Surf Inlet Mines Limited.

Other than the Company, the only persons who have a greater than five per cent (5%) interest in McVicar are:

Lawrence W. Fox	420 Madison Avenue New York 17, New York, U.S.A.
The Estate of Harry J. Renn	42 West 25th Street New York New York, U.S.A.
Wills, Bickle & Co.	44 King Street West Toronto, Ontario

THIS IS SCHEDULE "D" to the Filing Statement of Western Surf Inlet Mines Limited (Non-Personal Liability) dated the 5th day of March, 1962

There are 180,000 shares of the capital stock of the Company held in escrow with Canada Permanent Toronto General Trust Company, 253 Bay Street, Toronto, Ontario, subject to release, transfer, hypothecation, assignment or other alienation from and within said escrow only with the written consent of the Board of Directors of the Company, The Toronto Stock Exchange, The Vancouver Stock Exchange and the Superintendent of Brokers of British Columbia.

THIS IS SCHEDULE "E" to the Filing Statement of Western Surf Inlet Mines Limited (Non-Personal Liability) dated the 5th day of March, 1962.

As of March 2, 1962, the five largest registered shareholders of the Company are as follows:-

Name	Address	Number of Shares
Kamm, Garland and Co. Limited	38 King Street West, Toronto, Ontario.	330,497
Paul H. McCloskey	159 Bay Street, Toronto, Ontario.	200,500
Bache & Co.	360 Bay Street, Toronto, Ontario.	54,350
James Richardson & Sons	173 Portage Ave. E., Winnipeg, Manitoba.	44,963
A. E. Ames & Co.	320 Bay Street, Toronto, Ontario.	36,625

None of the above shares are pooled or escrowed so far as the Company is aware. The Company is advised that Paul H. McCloskey, aforesaid, is the owner of 329,497 of the said shares registered in the name of Kamm, Garland and Co. Limited and is also the beneficial owner of all shares registered in his name. The Company has no knowledge as to whether or not any of the other above mentioned shareholders are the beneficial owners of the shares registered in their names.

THIS IS SCHEDULE "F" to the Filing Statement of Western Surf Inlet Mines Limited (Non-Personal Liability) dated the 5th day of March, 1962

No. of Shares	Company	Cost	February 28/62 Market Value
9,500	Bethlehem Copper Corp. Limited	$15,473.50	$22,610.00
300	British American Oil Company	9,555.00	10,500.00
100	Consumers' Gas Company	1,754.00	1,987.50
300	Fraser Company	7,140.00	7,837.50
750	Hollinger Consolidated Gold Mines Limited	19,583.00	17,062.50
$10,000	Hydro Electric Power Bond Ont. July 15, 1969, 4¼%	9,600.00	9,675.00
300	Kerr-Addison Gold Mines Limited	3,113.20	2,850.00
100,000	Matachewan Consol.	10,250.00	8,000.00
1,000,000	McVicar Mining Company Limited	30,912.75	unlisted stock, no market value
200	Noranda Mines, Limited	10,045.62	11,700.00
10,000	Silvermaque	2,700.00	2,300.00
904,033	Sunset Yellowknife Mines Limited	45,201.65	unlisted stock, no market value
200,000	Surf Inlet Power Company Limited	499.16	unlisted stock, no market value

FINANCIAL STATEMENTS

WESTERN SURF INLET MINES LIMITED
(Non-Personal Liability)
(Incorporated under the laws of British Columbia)

BALANCE SHEET

DECEMBER 31, 1961

ASSETS

Cash			$ 7,513.59
Marketable securities:			
Bonds at cost plus accrued interest (market value $9,820)		$ 9,795.00	
Common stocks at cost (market value $78,870)		80,428.32	90,223.32
Investment in common shares of Sunset Yellowknife Mines Limited, at cost (note 1)			45,987.26
Investments in subsidiary companies (note 1):			
McVicar Mining Company Limited (Non-Personal Liability) -			
Common shares, at cost		$ 30,919.75	
Advances		99,741.27	
		$130,661.02	
Surf Inlet Power Company Limited -			
Common shares, at cost		499.16	131,160.18
Deferred development and mine re-opening expenses less amounts written off to November 30, 1942			149,232.64
Capital expenditures:			
Property, at value placed on shares issued therefore		$ 50,000.00	
Buildings and equipment at cost (including value of $100,000 placed on shares issued for original acquisition)	$148,567.00		
Less depreciation accumulated to November 30, 1942	50,615.24	97,951.76	
		$147,951.76	
Mining claims, at value of $50,000 placed on shares issued therefor		50,000.00	197,951.76
			$622,068.75

LIABILITIES

Accounts payable		$ 6,444.00
Shareholders' equity:		
Capital stock (note 2) -		
Authorized 3,000,000 Class A common shares with a par value of 50¢ each		
Issued 1,637,500 shares	$706,267.00	
Surplus arising on reduction of share capital on April 13, 1959	127,957.88	
	$834,224.88	
Deficit	218,600.13	615,624.75
		$622,068.75

Notes:

1. Shares of Sunset Yellowknife Mines Limited, McVicar Mining Company Limited and Surf Inlet Power Company Limited are not listed on any stock exchange and there was no market value for these at December 31, 1961. The chief assets of the companies consist of mining claims and deferred development and exploration expenses the economic value of which it is difficult to determine.
2. 250,000 shares were issued during the period for a cash consideration of $62,500. A further 200,000 shares were issued for claims valued at $50,000.

P. W. Dr. Murphy
per A. M. Bradley

WESTERN SURF INLET MINES LIMITED
(Non-Personal Liability)

STATEMENT OF PROFIT AND LOSS AND DEFICIT

FOR THE PERIOD MARCH 11, 1961 TO DECEMBER 31, 1961

Revenue:		
Investment profits		$ 4,518.83
Interest		582.10
Dividends		530.00
		$ 5,630.93
Expenses:		
Legal and audit	$4,356.61	
Office and corporate	2,778.87	
Licenses and taxes	995.54	8,131.02
		$ 2,500.09
Claims written off	$7,930.50	
Investment written off	5,000,00	12,930.50
		$ 15,430.59
Deficit March 10, 1961		203,169.54
Deficit December 31, 1961		$218,600.13

AUDITORS' REPORT

To the Directors of
Western Surf Inlet Mines Limited,
(Non-Personal Liability):

We have examined the balance sheet of Western Surf Inlet Mines Limited (Non-Personal Liability) as at December 31, 1961 and the statement of profit and loss and deficit for the period March 11, 1961 to December 31, 1961 and have obtained all the information and explanations we have required. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion and according to the best of our information and the explanations given to us and as shown by the books of the company the accompanying balance sheet and statement of profit and loss and deficit are properly drawn up so as to exhibit a true and correct view of the state of the affairs of the company as at December 31, 1961 and the results of its operations for the period ended on that date, in accordance with generally accepted accounting principles.

W. P. Johnston and Company

Toronto, Canada,
February 26, 1962.

Chartered Accountants.

WESTERN SURF INLET MINES LIMITED

STATEMENT OF CHANGE IN WORKING CAPITAL AND
SOURCE AND APPLICATION OF FUNDS
FOR THE PERIOD DECEMBER 31, 1961 TO FEBRUARY 28, 1962

CHANGES IN WORKING CAPITAL

	December 31, 1961	February 28, 1962	Increase or (Decrease)
Cash	$ 7,513.59	$ 481.46	$ (7,032.13)
Marketable Securities	90,223.32	89,213.95	(1,009.37)
Account Receivable		1,126.25	1,126.25
	$97,736.91	$90,821.66	$ (6,915.25)
Accounts Payable	6,444.00	500.00	(5,944.00)
Working Capital	$91,292.91	$90,321.66	$ (971.25)

SOURCE AND APPLICATION OF FUNDS

Source of Funds	$ -
Applications of Funds:	
Loss for the period	$ 971.25
Reduction in Working Capital	$ 971.25

WESTERN SURF INLET MINES LIMITED (NPL)

Director

Director

10. Brief statement of company's chief development work during past year.	The Company did not carry out any development work in the past year on any of its properties.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company proposes to acquire from McVicar Mining Company Limited aforesaid all its business, undertaking and assets, for the consideration set forth in Schedule "A" hereto.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	See Schedule "C" hereto on page 3.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	See Schedule "D" hereto on page 3.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Paul H. McCloskey, aforesaid, is the beneficial owner of all the 180,000 shares of the capital stock of the company held in escrow as aforesaid, and all of said 180,000 escrowed shares are registered in his name.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	See Schedule "E" hereto on page 4.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Paul H. McCloskey, Room 901, 159 Bay Street, Toronto 1, Ontario is in a position to materially affect control of the Company provided that he can obtain proxies from the largest shareholders of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Schedule "F" hereto on page 4.
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	There are no material contracts entered into by the Company which are still in effect which are not disclosed in the foregoing.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	This statement is filed pursuant to the rules and regulations of the Toronto Stock Exchange in respect to the matter referred to in Item 1 above, which the Company understands to be classed as a "material change". There are no other relevant material facts. Shares of the Company are not in the course of primary distribution.

DATED March 5, 1962

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

WESTERN SURF INLET MINES LIMITED
(Non-Personal Liability)

"P.H. McCloskey" By _____ CORPORATE SEAL

"A.A. McCloskey" And _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

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